Amendments to the Specification:

Please replace the paragraph beginning at page 41, line 22 with the following redlined paragraph:

(Amended) Fluorescence enzyme assays detecting the activity of the compounds of Formula I utilizing the recombinant ICE and CPP32 enzymes are performed essentially according to Thornberry *et al.* (*Nature*, 356:768:774 (1992)) and Nicholson *et al.* (*Nature*, 376:37-43 (1995)) respectively, (herein incorporated by reference) in 96 well microtiter plates. The substrate is Acetyl-Tyr-Val-Ala-Asp-amino-4-methylcoumarin (SEQ ID NO: 1) (AMC) for the ICE assay and Acetyl-Asp-Glu-Val-Asp-amino-4-methylcoumarin (SEQ ID NO: 2) for the CPP32, Mch2, Mch3 and Mch5 assays. Enzyme reactions are run in ICE buffer (25 mM HEPES, 1 mM EDTA, 0.1% CHAPS, 10% sucrose, pH 7.5) containing 2 mM DTT at room temperature in duplicate. The assays are performed by mixing the following components:

Please replace the paragraph beginning at page 43, line 8 with the following redlined paragraph:

(Amended) The above equations are used to determine the K_i and k_3 values of a given inhibitor bound to a ICE/ced-3 family protease. Thus, a continuous assay is run for sixty minutes at various concentrations of the inhibitor and the substrate. The assay is formulated essentially the same as described above ~~for generating the data in Table 1~~, except that the reaction is initiated by adding the enzyme to the substrate-inhibitor mixture. The K_i and k_3 values are obtained by simulating the product AMC formation as a function of time according to Equation 1.

Please replace the paragraph beginning at page 53, line 17 with the following redlined paragraph:

(Amended) Starting with (3S)-3-[N-(N'-(1-naphthyl)oxamyl)valinyl]amino-5-bromo-4-oxopentanoic acid tert-butyl ester (see Example 4, Part F) and following the methods described in Example 4, Parts G through H, the compounds shown below in Table 13 were also prepared:

Table 13

Please replace the paragraph beginning at page 61, line 23 with the following redlined paragraph:

(Amended) Starting with (3S)-3-[N-(N'-(1-naphthyl)oxamyl)leucinyl]amino-5-bromo-4-oxopentanoic acid tert-butyl ester (see Example 23, Part B) and following the methods described in Example 23, Parts C through D, the compounds shown below in Table 24 were also prepared:

Table 24

Please replace the paragraph beginning at page 62, line 5 with the following redlined paragraph:

(Amended) Following the general methods described in Example 4, Parts A through H substituting (N-benzyloxycarbonyl)alanine for (N-benzyloxycarbonyl)valine in Part A, the appropriate oxamic acid for N-(1-naphthyl)oxamic acid in Part C, and the appropriate acid or phenol for 2,6-dichlorobenzoic acid in Part G, the compounds shown below in Table 35 were also prepared:

Table 35

Please replace the paragraph beginning at page 69, line 13 with the following redlined paragraph:

(Amended) Starting with (3S,4RS)-3-(valinyl)amino-5-(2',3',5',6'-tetrafluorophenoxy)-4-hydroxypentanoic acid tert-butyl ester (see Example 78, Part E) and following the methods described in Example 78, Parts F through H, the compounds shown below in Table 46 were also prepared:

Table 46

Please replace the paragraph beginning at page 74, line 24 with the following redlined paragraph:

(Amended) Starting with (3S,4RS)-3-(alaninyl)amino-5-(2',3',5',6'-tetrafluorophenoxy)-4-hydroxypentanoic acid tert-butyl ester (see Example 79, Part B) and following the methods described in Example 79, Parts C through E, the compounds shown below in Table 5~~7~~ were also prepared:

Table 5~~7~~

Please replace the paragraph beginning at page 81, line 12 with the following redlined paragraph:

(Amended) Starting with (3S,4RS)-3-[cyclohexylalaninyl]amino-5-(2',3',5',6'-tetrafluoro-phenoxy)-4-hydroxypentanoic acid tert-butyl ester (see Example 178, Part D) and following the methods described in Example 178, Parts E through G, the compounds shown below in Table 6~~8~~ were also prepared:

Table 6~~8~~

Please replace the paragraph beginning at page 83, line 23 with the following redlined paragraph:

(Amended) Starting with [(N-benzyloxycarbonyl)cyclohexyl-alaninyl]aspartic acid, β-tert-butyl, α-methyl ester (see Example 182, Part B), and following the general methods described in Example 4, Parts B through H, the compounds shown below in Table 7~~9~~ were also prepared:

Table 7~~9~~

Please replace the paragraph beginning at page 91, line 2 with the following redlined paragraph:

(Amended) Starting from (3S,4RS)-3-amino-5-(2',3',5',6'-tetrafluorophenoxy)-4-hydroxy-pentanoic acid tert-butyl ester (see Example 178, Part C) and following the general methods described in Example 192, Parts A through E, the compounds shown below in Table 8~~10~~ were also prepared:

Table 8~~10~~

Please replace the paragraph beginning at page 101, line 5 with the following redlined paragraph:

(Amended) Starting with (3S)-3-[N-(9-fluorenylmethoxycabonyl)valinyl]amino-4-oxobutanoic acid (tert-butyl) ester semicarbazonyl-4-[2'-(4-ethyl-phenoxyacetyl)] aminomethylpolystrene (see Example 204, Part A) and following the methods described in Example 204, Part B, the compounds shown below in Table 9~~11~~ were also prepared:

Table 9~~11~~

Please replace the paragraph beginning at page 120, line 14 with the following redlined paragraph:

(Amended) Starting with (3S)-3-[N-(9-fluorenylmethoxycarbonyl)alanyl]amino-4-oxobutanoic acid (tert-butyl) ester semicarbazonyl-4[2'-(4-ethyl-phenoxyacetyl)] aminomethylpolystene (see Example 204, Part A) and following the methods described in Example 204, Part B, or by the procedures set forth in Examples 220-225, the compounds shown below in Table 10~~12~~ were prepared:

Table 10~~12~~

Please replace the last paragraph on page 122 with the following redlined paragraph:

(Amended) By the procedures disclosed in Examples 226-312, but starting with the corresponding tertiary amine, the compounds shown below in Table 11~~13~~ were also prepared:

Table 11~~13~~

Please replace the paragraph beginning on page 123, line 6 with the following redlined paragraph:

(Amended) By the procedures disclosed in Examples 22, but starting with 2-(9H-fluoren-9ylmethoxycarbonylamino)-succinic acid 4-tert-butylester and the appropriate alcohol, the compounds shown below in Table 12A~~14A~~ were also made:

Table 12A~~14A~~

Please replace the paragraph beginning on page 124, line 3 with the following redlined paragraph:

(Amended) By the above procedures, the compounds listed in Table 12B~~14B~~ may also be made:

Table 12B~~14A~~

Please replace the last paragraph on page 125 with the following redlined paragraph:

(Amended) By the procedurees disclosed in Examples 193-200, but starting with (N-9-fluorenylmethoxycarbonyl)-tert-butyl glycine , the compounds shown below in Table 13~~15~~ were made:

Table 13~~15~~

Please replace the paragraph beginning on page 126, line 5 with the following redlined paragraph:

(Amended) By the procedures disclosed in Examples 5-21, but starting with the appropriate amino acid and oxamic acid, the compounds shown in Table 14~~16~~ were also made:

Table 14~~16~~

Please replace the last paragraph on page 127 with the following redlined paragraph:

(Amended) By the procedures disclosed in Example 126, but starting with intermediates having the desired stereochemistry, the compounds shown in Table 15~~17~~ were also made:

Table 15~~17~~